

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
: :
: Reorganized Debtors. : (Jointly Administered)
: :
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ORDER RESOLVING OUTSTANDING OBJECTIONS TO
CURE OF MATERIAL SUPPLY AGREEMENTS AND CURE
PROPOSALS FOR CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES

("CURE RESOLUTION ORDER")

Upon the unopposed motion, dated October 29, 2010 (the "Motion"),¹ of DPH Holdings Corp. ("DPH Holdings"), on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order resolving outstanding objections to cure of Material Supply Agreements and Cure Proposals for certain Other Executory Contracts And Unexpired Leases; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the withdrawal filed on November 11, 2010 (Docket No. 20780) by Spartech Corporation and Spartech Polycom, Inc., withdrawing their previously filed Cure Proposal (Docket No. 13042); and there being no opposition to the requested relief; and upon the

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

record of the November 18, 2010 hearing on the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:²

A. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157 and 1334, article 13 of the Modified Plan, and paragraphs FF and 56 of the Modification Approval Order. Venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

B. The objections to Cure Amount Notices identified on Exhibit A-1 hereto assert cure amounts inconsistent with the Reorganized Debtors' books and records.

C. The objections to Cure Amounts identified on Exhibit A-2 hereto have been resolved and the Counterparties who asserted such objections have not opposed the relief sought in the Motion, but the Counterparties have not filed formal withdrawals of their objections.

D. The Cure Proposals identified on Exhibit B hereto assert cure amounts that do not relate to contracts that were assumed and assigned pursuant to the Modified Plan.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The objections to Cure Amount Notices identified on Exhibit A-1 hereto are overruled with prejudice.
3. The objections to Cure Amounts identified on Exhibit A-2 hereto are deemed withdrawn with prejudice, or, in the alternative, overruled as settled or resolved.

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

4. The Cure Proposals identified on Exhibit B hereto are denied with prejudice.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

Dated: White Plains, New York
November 22, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE